

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 27202 FILED

October 12, 2007

OCT 12 '07 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of October 11, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

Buyer: First Union Rail Corporation
One O' Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Mr. Vernon A. Williams
October 12, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 railcars: NATX 300625 – NATX 300674.

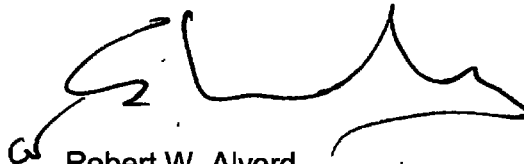
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

OCT 12 '07 -9 0 0 AM

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of October 11, 2007 ("Memorandum") is between General Electric Railcar Services Corporation, a Delaware corporation ("Seller"), and First Union Rail Corporation, a North Carolina corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider No. 5 dated March 6, 2002 between Ethanol Products LLC ("Lessee") and the Seller, which incorporates by reference that certain Car Leasing Agreement 2291-97 dated March 6, 2002 between Lessee and the Seller, as amended by Amendment No. 1 to Car Leasing Agreement 2291-97 dated March 6, 2002 between Lessee and the Seller (the "Master Lease"). The Rider and the Master Lease, to the extent incorporated into the Rider, are hereinafter referred to as the "Lease Documents."

B. Buyer and Seller are parties to that certain Purchase Agreement dated October 11, 2007, and Assignment and Assumption Agreement dated October 11, 2007 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

By: *Daniel Wallace*

Name: Daniel Wallace

Title: Vice President

STATE OF ILLINOIS)

) ss:

COUNTY OF COOK)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 11th day of October, 2007 by Daniel Wallace, a Vice President of General Electric Railcar Services Corporation, on behalf of the company.

Jeanne A. Nelson
Notary Public

My commission expires:

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: *Rick Grossman*

Name: Rick Grossman

Title: Vice President Equipment

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 9th day of October, 2007 by Rick Grossman, as Vice President of First Union Rail Corporation, on behalf of the company.

K. A. Dombrowski
Notary Public

My commission expires: 10/7/2009

[Notarial Seal]



SCHEDULE 1
Description of Equipment

<u>Unit Count</u>	<u>Lessee</u>	<u>Existing AAR Reporting Mark</u>
1	Ethanol Products LLC	NATX 300625
2	Ethanol Products LLC	NATX 300626
3	Ethanol Products LLC	NATX 300627
4	Ethanol Products LLC	NATX 300628
5	Ethanol Products LLC	NATX 300629
6	Ethanol Products LLC	NATX 300630
7	Ethanol Products LLC	NATX 300631
8	Ethanol Products LLC	NATX 300632
9	Ethanol Products LLC	NATX 300633
10	Ethanol Products LLC	NATX 300634
11	Ethanol Products LLC	NATX 300635
12	Ethanol Products LLC	NATX 300636
13	Ethanol Products LLC	NATX 300637
14	Ethanol Products LLC	NATX 300638
15	Ethanol Products LLC	NATX 300639
16	Ethanol Products LLC	NATX 300640
17	Ethanol Products LLC	NATX 300641
18	Ethanol Products LLC	NATX 300642
19	Ethanol Products LLC	NATX 300643
20	Ethanol Products LLC	NATX 300644
21	Ethanol Products LLC	NATX 300645
22	Ethanol Products LLC	NATX 300646
23	Ethanol Products LLC	NATX 300647
24	Ethanol Products LLC	NATX 300648

25	Ethanol Products LLC	NATX 300649
26	Ethanol Products LLC	NATX 300650
27	Ethanol Products LLC	NATX 300651
28	Ethanol Products LLC	NATX 300652
29	Ethanol Products LLC	NATX 300653
30	Ethanol Products LLC	NATX 300654
31	Ethanol Products LLC	NATX 300655
32	Ethanol Products LLC	NATX 300656
33	Ethanol Products LLC	NATX 300657
34	Ethanol Products LLC	NATX 300658
35	Ethanol Products LLC	NATX 300659
36	Ethanol Products LLC	NATX 300660
37	Ethanol Products LLC	NATX 300661
38	Ethanol Products LLC	NATX 300662
39	Ethanol Products LLC	NATX 300663
40	Ethanol Products LLC	NATX 300664
41	Ethanol Products LLC	NATX 300665
42	Ethanol Products LLC	NATX 300666
43	Ethanol Products LLC	NATX 300667
44	Ethanol Products LLC	NATX 300668
45	Ethanol Products LLC	NATX 300669
46	Ethanol Products LLC	NATX 300670
47	Ethanol Products LLC	NATX 300671
48	Ethanol Products LLC	NATX 300672
49	Ethanol Products LLC	NATX 300673
50	Ethanol Products LLC	NATX 300674

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/12/07



Robert W. Alvord